

**COMMONWEALTH OF KENTUCKY
ARTICLES OF INCORPORATION
OF
Valley Resources, Inc.**

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JDozier
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Trey Grayson
Secretary of State
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The undersigned incorporator, pursuant to KRS Chapter 271B, adopts the following Articles of Incorporation:

1. The name of the Corporation is Valley Resources, Inc.
2. The number of shares the Corporation is authorized to issue is 1,000 shares of common stock at \$0.01 par value per share.
3. The purpose for which the corporation is organized is any lawful business allowed by the Kentucky Corporations Code.
4. The name and street address information of the Corporation's initial registered office is as follows:

Steve Bentley
113 Millstone Road
Millstone, Kentucky 41838

5. The mailing address of the Corporation's principal office (location of executive offices) is as follows:

P.O. Box 2080, 118 Roberts Avenue, S.W.
Wise, Virginia 24293

6. The name and mailing address of the incorporator is as follows:

Nellie Akalp
30141 Agoura Rd., Suite 205
Agoura Hills, California 91301

Nellie Akalp 12/15/04
Nellie Akalp, Incorporator Date

Steve Bentley 12/16/04
Steve Bentley, Registered Agent Date

Registered Agent Acceptance of Appointment

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.